

EXHIBIT D

In re Motors Liquidation Co.

Case No. 09-50026 (REG) (Bankr. S.D.N.Y. Mar. 23, 2011)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, et al.,	:
f/k/a General Motors Corp., et al.	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**ORDER ESTIMATING MAXIMUM AMOUNT OF CERTAIN CLAIMS FOR
PURPOSES OF ESTABLISHING CLAIMS RESERVES UNDER
THE DEBTORS' AMENDED JOINT CHAPTER 11 PLAN**

Upon the Motion, dated February 11, 2011 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section[s] 105(a), 502(c), and 1142(b) of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order estimating the maximum amount of certain partially unliquidated Claims, or potential Claims, which are not yet Allowed (collectively, the “**Estimated Claims**”), for reserve purposes under Article VII of the Debtors’ proposed Amended Joint Chapter 11 Plan (the “**Plan**”), in or, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held on the Motion (the “**Hearing**”) on March 1, 2011; and upon the full record of the Hearing, the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Estimated Claims identified on **Exhibits A, B, C, D, E, F and G** annexed hereto are hereby estimated in the maximum amounts set forth thereon for purposes of determining the reserves to be set for these claims under the Plan; and it is further

ORDERED that the estimated amounts set forth for each Estimated Claim listed on **Exhibits A through G** are the maximum amounts for which the Estimated Claims can be allowed in the bankruptcy proceeding regardless of the outcome of any pending objection or defense to the claim, state or federal court litigation, or other proceeding; and it is further

ORDERED that the estimation of the Estimated Claims is not deemed to establish the maximum allowed amount of any such Estimated Claim for any purpose unrelated to determining the distributions to be made pursuant to the Plan and maintaining reserves therefore; and it is further

ORDERED that the estimation of the Estimated Claims is without prejudice to the rights, defenses and objections of the Debtors to the merits of the Estimated Claims and that by estimating the Estimated Claims, the Debtors and this Court are not making a determination that the Debtors or the Debtors' estate are liable on account of the Estimated Claims in any amount; and it is further

ORDERED that the rights of the Debtors and the GUC Trust Administrator to object to, and defend against, the Estimated Claims are fully preserved; and it is further

ORDERED that the estimation of the Estimated Claims is without prejudice to the Debtors' ability to seek relief from the Court to disallow any Estimated Claim or to fix the

allowed amount of any Estimated Claim in accordance with the Plan and the Bankruptcy Code in an amount less than or equal to the estimated amounts set forth on **Exhibits A through G**, however, in no event shall the allowed amount of any Estimated Claim exceed the estimated amount set forth on **Exhibits A through G** for such Estimated Claim for purposes of distributions or reserves under the Plan; and it is further

ORDERED that the Estimated Claims are “Disputed Claims” under the Plan and shall remain so unless and until they are disallowed or become “Allowed Claims” under the Plan; and it is further

ORDERED that the relief granted in this Order is contingent on confirmation of the Plan, and in the event the Plan is not confirmed, any relief granted in this Order shall be deemed void; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
March 23, 2011

s/ Robert E. Gerber
Honorable Robert E. Gerber
United States Bankruptcy Judge